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**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al*,¹

Debtors.

Chapter 11

Case No. 18-23538-RDD

Jointly Administered

**CERTIFICATE OF NO OBJECTION REGARDING ORDER ENFORCING THE
ORDER (I) APPROVING THE ASSET PURCHASE AGREEMENT AMONG SELLERS
AND BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS'
ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND
ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN CONNECTION
THEREWITH AND (IV) GRANTING RELATED RELIEF**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), the undersigned hereby certifies as follows:

1. Beginning on October 15, 2018 (the “Commencement Date”) and continuing thereafter, each of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code.

2. On February 8, 2019, the Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith, and (IV) Granting Related Relief* (ECF No. 2507) (the “Sale Order”), approving the Sale Transaction² and the Asset Purchase Agreement dated as of January 17, 2019 by and among the Debtors and certain other subsidiaries of Sears Holdings Corporation, as sellers, and Transform Holdco, LLC, as buyer (as may be amended, restated or modified from time to time, the “APA”).

3. On July 13, 2021, Transform SR Brands LLC (“Transform”) filed the *Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 9647) (the “Motion”) attaching the proposed *Order Enforcing the Order (I) Approving the Asset*

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Sale Order or, if not defined in the Sale Order, the APA.

Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith, and (IV) Granting Related Relief (the "Proposed Order"). The Motion and Proposed Order were duly served in accordance with *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"). *See Affidavit of Service* (ECF No. 9661).

4. The Motion established a deadline of July 20, 2021 at 4:00 p.m. (prevailing Eastern Time) for parties to object (the "Objection Deadline"). The Amended Case Management Order provides that a motion or application may be granted without a hearing, provided that no objections or other responsive pleadings have been filed after the passage of the Objection Deadline and the attorney for the entity who filed the pleadings complies with the terms of the Amended Case Management Order.

5. The Objection Deadline has passed and, to the best of my knowledge, no objection or request for a hearing with respect to the Motion has been (a) filed with the Court on the docket of the above-captioned case or (b) served on counsel to Transform in accordance with the Amended Case Management Order.

6. The Proposed Order is annexed hereto as **Exhibit A** and a blackline against the version filed with the Motion to Enforce is attached hereto as **Exhibit B**.

7. Accordingly, Transform respectfully requests that the Proposed Order be entered in accordance with the Amended Case Management Order. I declare that the foregoing is true and correct.

Dated: July 23, 2021
New York, New York

/s/ Luke A. Barefoot

Sean A. O'Neal, Esq.

Luke A. Barefoot, Esq.

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Attorneys for Transform SR Brands LLC

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al*,¹
Debtors.

Chapter 11

Case No. 18-23538-RDD

Jointly Administered

Related Doc. 9647, 9648

**ORDER ENFORCING THE ORDER (I) APPROVING THE ASSET PURCHASE
AGREEMENT AMONG SELLERS AND BUYER, (II) AUTHORIZING THE SALE OF
CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS AND ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN
CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF**

*Upon the Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among
Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of
Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of
Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related*

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Relief, ECF No. 9647 (the “Motion to Enforce”)² filed by Transform SR Brands LLC (“Transform”) in the above-captioned proceeding; and the Court having considered the Motion to Enforce, the *Declaration of Kimberly Black in Support of Defendant’s Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 9648; and the Court having jurisdiction to consider the Motion to Enforce and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)–(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and notice of the Motion to Dismiss having been given in accordance with the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; and Transform having filed the *Certificate of No Objection Regarding Order Enforcing the Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. ____ (the “Certificate of No Objection”); and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY FOUND AND ORDERED THAT:

1. The Motion to Enforce is GRANTED as set forth herein.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion to Enforce.

2. This Court's *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 2507 (the "Sale Order"), remains in full force and effect. All parties are ordered to comply with the provisions of the Sale Order.

3. Pursuant to the unambiguous terms of the Sale Order, Transform is not a legal successor and cannot be otherwise deemed to be a successor to any of the Debtors.

4. Diana M. Arney is hereby enjoined from pursuing, asserting or taking any other action in furtherance of any claims against Transform and any of its affiliates, successors and assigns to the extent such claims are premised on successor liability or any similar theory of liability. For the avoidance of doubt, this includes engaging in further discovery in furtherance of successor liability claims in connection with the action *Arney v. Electrolux Home Products Inc. et al.*, Case No. 2020 L 012403 (Il. Ct. Ct. 2020).

5. The Court retains exclusive jurisdiction to interpret and enforce this Order.

Dated: _____, 2021
White Plains, New York

The Honorable Robert D. Drain
United States Bankruptcy Judge

EXHIBIT B

**Blackline Comparison of Proposed Order in Exhibit A with Proposed Order attached as
Exhibit A in Motion to Enforce**

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al*,¹

Debtors.

Chapter 11

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Upon ~~Defendants'~~the *Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. ~~—9647~~ (the “Motion to Enforce”)² filed by Transform SR Brands LLC (“Transform”) in the above-captioned proceeding; and the Court having considered the Motion to Enforce, the *Declaration of Kimberly Black in Support of Defendant's Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. ~~—9648~~; and the Court having jurisdiction to consider the Motion to Enforce and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)–(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and notice of the Motion to Dismiss having been given in accordance with the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; and ~~the Court having held a hearing to consider the Motion to Enforce at which time all interested parties were offered the opportunity to be heard with respect to the Motion to Enforce (the “Hearing~~ Transform having filed the Certificate of No Objection Regarding Order Enforcing the Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of

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Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief, ECF No. _____ (the “Certificate of No Objection”); and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY FOUND AND ORDERED THAT:

1. ~~For the reasons set forth on the record at the Hearing, the~~ The Motion to Enforce is GRANTED as set forth herein.

2. This Court’s *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 2507 (the “Sale Order”), remains in full force and effect. All parties are ordered to comply with the provisions of the Sale Order.

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4. Diana M. Arney is hereby enjoined from pursuing, asserting or taking any other action in furtherance of any claims against Transform and any of its affiliates, successors and assigns to the extent such claims are premised on successor liability or any similar theory of liability. For the avoidance of doubt, this includes engaging in further discovery in furtherance of successor liability claims in connection with the action *Arney v. Electrolux Home Products Inc. et al.*, Case No. 2020 L 012403 (Il. Ct. Ct. 2020).

5. The Court retains exclusive jurisdiction to interpret and enforce this Order.

Dated: _____, 2021
White Plains, New York

The Honorable Robert D. Drain
United States Bankruptcy Judge